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SEP 13 2001

September 13, 2001

01-275

VIA COURIER

Filing Secretary
Federal Communications Commission
Common Carrier Network Services
P.O. Box 358145
Pittsburgh, Pennsylvania 15251-5145

Re: In the Matter of COMCAST BUSINESS COMMUNICATIONS, INC. Application
for Authority Under Section 214 of the Communications Act of 1934, as
Amended, For a *Pro Forma* Transfer of Corporate Control of a Common
Carrier Providing Domestic Interstate Service

Dear Sir or Madam:

On behalf of Comcast Business Communications, Inc., enclosed for filing are the original and five (5) copies of the above-referenced Application. Also enclosed with this filing are the FCC Form 159 Remittance Advice, a check in the amount of \$815.00 to cover the filing fee, and a duplicate copy of the filing. Please date-stamp the duplicate copy and return to the courier.

If there are any questions regarding this filing, please contact me at the above number.

Respectfully submitted,

Melissa Conway
Melissa S. Conway

Enclosures

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
COMCAST BUSINESS COMMUNICATIONS, INC.)
)
Application for Authority Under)
Section 214 of the Communications Act of 1934,)
As Amended, For a Pro Forma Transfer)
Of Corporate Control of a Common Carrier)
Providing Domestic Interstate Service)

01-275

APPLICATION

Comcast Business Communications, Inc. ("CBC"), by its attorneys and pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"), 47 U.S.C. § 214, hereby requests authority to complete a pro forma transfer of corporate control, whereby Comcast Business Communications Holdings, Inc. ("Holdings") will become its new parent holding company, but the ultimate parent company, Comcast Corporation ("Comcast"), will remain the same. This Application is filed as required for "domestic" service, as CBC holds blanket Section 214 authority pursuant to Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01.

Pursuant to the guidelines set out in the Commission's Public Notice released July 20, 2001,¹ CBC sets forth the following information in support of this Application:

¹ *Common Carrier Bureau Announces Procedures for Applicants Requiring Section 214 Authorization For Acquisitions of Corporate Control*, DA 01-1654, released July 20, 2001. CBC is aware that the Commission released an NPRM seeking comment on changes to its rules to streamline the Section 214 application process for acquisitions of corporate control involving domestic interstate carriers. CBC requests that its Application be accorded expedited treatment due to the fact that the transfer of control is pro forma in nature.

(1),(2) *Description of the Transaction and the Parties Involved; Description of the Type of Services Provided and Locations Where the Services are Provided.* CBC, currently a direct, wholly owned subsidiary of Comcast Telephony Communications, Inc. ("CTC"), seeks authority to undergo a minor restructuring of CBC's ownership whereby its stock will be transferred to Comcast Business Communications Holdings, Inc. ("Holdings"), an indirect subsidiary of Comcast, which then will become the immediate parent of CBC. This change of ownership is *pro forma* only as the ultimate parent of CBC is, and will remain, Comcast Corporation ("Comcast").

Comcast Business Communications, Inc., a Pennsylvania corporation headquartered at 650 Centerton Road, Moorestown, New Jersey 08057, is a direct, wholly owned subsidiary of CTC. CBC is authorized to provide domestic and international service by the FCC. CBC is also authorized to provide intrastate interexchange service in the 48 continental United States, and local exchange service in 7 states and the District of Columbia. CBC currently serves largely business customers and a small number of residential customers.

Comcast Business Communications Holdings, Inc., a Delaware corporation headquartered at 1500 Market Street, Philadelphia, Pennsylvania 19102-2148, is an existing, indirect subsidiary of Comcast Corporation. It currently is named Comcast Online Holdings, Inc., but at or prior to closing this transaction, its name will be changed to Comcast Business Communications Holdings, Inc. and its stock will be held by CTC.

Comcast Telephony Communications, Inc., a Delaware corporation located at 1500 Market Street, Philadelphia, Pennsylvania 19102-2148, is the current parent

of CBC as well as other business entities. All of CTC's stock is owned by Comcast Corporation, a publicly traded company. Upon completion of the restructuring, CTC will hold all the stock of Holdings which, in turn, will hold all the stock of CBC. As is evident, the insertion of Holdings as a new intermediate holding company does not affect the ultimate ownership and control of CBC by Comcast Corporation.

Correspondence concerning this Application should be sent to:

Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200 19th Street NW
Suite 500
Washington, D.C. 20036
Tel: (202) 955-9667
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- (3) *List of Applications Pending or To Be Filed with the Commission Relating to this Transaction.* Pursuant to Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24, CBC, as a carrier with an international Section 214 authorization, is also filing notice of a *pro forma* transfer of control. On January 8, 1997, CBC received Section 214 authority to provide limited global resale telecommunications services (ITC – 214-19961122-00593). Commission approval is not required pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, because the transfer of control is *pro forma*: it will not result in a change in the ultimate control of CBC – the ultimate owner of CBC will remain Comcast.
- (4) *A Copy of the Relevant Merger Agreement, if Any.* There is no relevant merger agreement. This transaction is an intracorporate restructuring.

- (5) *Statement that Granting this Application is in the Public Interest.* Granting this Application serves the public interest, convenience and necessity. It involves no change in the entity providing service to customers nor does it propose any change to the terms and conditions of such service. The restructuring does not affect the technical or financial qualifications of CBC nor the management of CBC – the existing officers and directors will remain the same as will the customer and regulatory contacts for CBC. Thus, the transaction will be completely transparent to customers.

This restructuring is intended to establish a new holding company with respect to certain lines of business which are interrelated and to streamline operations. This restructuring also will permit Holdings to implement an incentive stock option plan for employees which will enable them to participate in the success of the specific enterprises in which they are ultimately engaged.

In addition, CBC competes with numerous other interexchange carriers and enhanced network providers as well as ILECs and other CLECs. Because the public interest is best served by assuring the presence of numerous telecommunications competitors, it is important to provide such competitors with the flexibility to arrange their ownership in the manner they deem most appropriate to carry on their business so long as there is no adverse impact on the public. To deny such flexibility would discourage new competitors from entering the market, which would not enhance the public interest. CBC respectfully submits that this consideration also supports grant of this Application.

- (6) As evidenced by the certification provided in **Attachment 1**, no party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (7) For these reasons, CBC requests that the Commission expeditiously grant this Application.

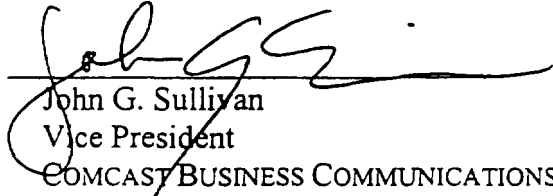
Respectfully Submitted,

COMCAST BUSINESS COMMUNICATIONS, INC.

James J. Freeman
Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200-19th Street NW, Suite 500
Washington, D.C. 20036
(202) 955-9600

Its Attorneys

By:


John G. Sullivan
Vice President
COMCAST BUSINESS COMMUNICATIONS, INC.
650 Centerton Road
Moorestown, New Jersey 08057
(856) 638-4014

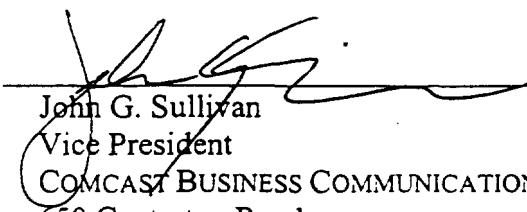
Date: September 7, 2001

CERTIFICATE

The undersigned hereby certifies, on behalf of Comcast Business Communications, Inc. ("CBC"), with respect to the foregoing domestic application for authority to conduct a *pro forma* transfer of corporate control, that:

No party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

James J. Freeman
Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200-19th Street NW, Suite 500
Washington, D.C. 20036
(202) 955-9600

By: 
John G. Sullivan
Vice President
COMCAST BUSINESS COMMUNICATIONS, INC.
650 Centerton Road
Moorestown, New Jersey 08057
(856) 638-4014

Its Attorneys

Date: 9/7/01

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX # 358145

SPECIAL USE

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SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Kelley Drye & Warren LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$815.00

(4) STREET ADDRESS LINE NO. 1

1200 19th St. NW, Suite 500

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-955-9667

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

(12) PAYER (TIN)

0135335107

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

Comcast Business Communications, Inc.

(14) STREET ADDRESS LINE NO. 1

650 Centerton Road

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Moorestown

(17) STATE

NJ

(18) ZIP CODE

08057

(19) DAYTIME TELEPHONE NUMBER (include area code)

856-638-4014

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0004-3217-25

(22) APPLICANT (TIN)

23-2736203

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

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1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, **Melissa Conway**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

Melissa Conway

DATE

7/13/01

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION
DATE

☐

MASTERCARD

☐

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

KELLEY DRYE & WARREN LLP1200 19TH STREET, N.W.
WASHINGTON, DC 20036

007046

15-122/540
BRANCH 00460DATE 9/13/01PAY
TO THE
ORDER OF

FCC

\$ 815.00

Eight hundred fifteen and 00/100-----

DOLLARS



First Union National Bank

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DETACH AND RETAIN THIS STATEMENT
THE ATTACHED CHECK IS IN PAYMENT OF ITEMS DESCRIBED BELOW. IF NOT CORRECT PLEASE NOTIFY US PROMPTLY. NO RECEIPT DESIRED.

KELLEY DRYE & WARREN LLP

DATE	DESCRIPTION	AMOUNT
9/13/01	Charge account #013574.0001 for filing fee.	\$815.00